SUPPLEMENTAL BOARD BOOK OF NOVEMBER 12, 2015

J. Paul Oxer, Chair



Juan Muñoz, Vice-Chair Leslie Bingham Escareño, Member T. Tolbert Chisum, Member Tom Gann, Member J. B. Goodwin, Member 1e - 13252 Oak Creek Village is being replaced in its entirety by the following document.

BOARD ACTION REQUEST ASSET MANAGEMENT DIVISION NOVEMBER 12, 2015

Presentation, Discussion, and Possible Action regarding a Placed in Service deadline extension for a Development located in a major disaster area as allowed under Section 6 of IRS Revenue Procedure 2014-49 for Oak Creek Village (fka Oak Creek Apartments, HTC # 13252).

RECOMMENDED ACTION

WHEREAS, 2013 Travis Oak Creek, LP (Development Owner) was allocated \$2,000,000 in 9% Housing Tax Credits in 2013 to construct Oak Creek Village (the "Development"), a development consisting of 173 new multifamily units in Austin;

WHEREAS, the Development Owner is required by the Carryover Allocation Agreement and Internal Revenue Code §42(h)(1) to place each building in service by no later than December 31, 2015;

WHEREAS, IRS Revenue Procedure 2014-49, allows for and the Development Owner is requesting an extension to the placed in service deadline because the buildings are located in and impacted by a major disaster area, as declared by the President, during the 2-year period described in §42(h)(1)(E)(i) as long as the Development Owner plans to place the Development in service no later than December 31 of the year following the end of the 2-year period;

WHEREAS, on Friday, May 29, 2015, initial notice was given that the President issued a major disaster declaration under the authority of the Robert T. Stafford Disaster Relief and Emergency Assistance Act due to the excessive rain and flooding that ensued and the notice was amended on Friday, June 5, 2015 and on Tuesday, June 9, 2015, to include Travis County in a list of Texas counties eligible to receive individual and public assistance;

WHEREAS, the Owner has indicated that severe storms and flooding between January and July of 2015 impacted construction crews on the Development and delayed construction progress for a total of 34 days due to inclement weather which has created overall delays in Development completion such that the Development may not be able to meet its December 31, 2015 deadline to place each building in service;

WHEREAS, the Owner is requesting disaster relief in the form of a two month extension to the Development's placed in service deadline of December 31, 2015;

WHEREAS, aside from delaying the availability of affordable units the requested changes do not negatively affect the Development or impact the long term viability of the transaction and the requested relief is commensurate with the delay which occurred and does not exceed the relief period specified in IRS Revenue Procedure 2014-49; and

WHEREAS, under 10 TAC §10.405(d), staff has determined that Board approval is warranted based on the extenuating circumstances in the Owner's request;

NOW, therefore, it is hereby

RESOLVED, that a two month extension of the placed in service deadline is hereby approved and the Executive Director and his designees are each authorized, empowered, and directed to take all necessary action to effectuate the foregoing.

BACKGROUND

Oak Creek Village (fka Oak Creek Apartments) was awarded credits in 2013 under the 9% Housing Tax Credit program. The property is a 173 unit, general population, new construction property located in Austin. The Owner, 2013 Travis Oak Creek, LP (Rene Campos) and its Co-General Partners, 2013 Travis Oak Creek, GP, LLC, and 2008 South San Antonio Pines GP, LLC, are owned and managed by Rene Campos, a 100% Individual Member.

The Owner, on October 26, 2015, submitted a letter to the Department requesting a two month extension to the date the Owner is required to place each building in service in accordance with IRC §42(h)(1) and the Development's Carryover Allocation Agreement. The Owner is seeking the relief under IRS Revenue Procedure 2007-54 (superseded and modified by IRS Procedure Ruling 2014-49) relating to Owners of low-income buildings and housing credit agencies of States in major disaster areas declared by the President.

According to the Owner, construction was delayed for a total of 34 days due to inclement weather between January 1, 2015 and July 5, 2015. The Owner's request states that the excessive rain (an overall 39.14 inches of rainfall compared to a typical average of 18.23 inches) on the construction site delayed timely completion of site work (including critical water quality facilities, public road improvements, and internal roadways), installation of utilities, concrete placement, wood framing, and the installation of roofing and exterior building cladding and dry-in. As an alternative to an approval of this extension request, the Owner has requested to be permitted to return the credits and receive a re-allocation of credits in the current year pursuant to the Force Majeure provisions in 10 TAC §11.6(5) of the 2015 Qualified Allocation Plan. The Owner has stated the belief that the Development meets all of the requirements of 10 TAC §11.6(5).

According to the Development's latest quarterly Construction Status Report and pay application, dated September 30, 2015, the Development was 81% complete. Weather delays were highlighted by OCV, the third party construction report provider, with an accompanying weather log showing 34 weather days and several affected critical path activities (such as site paving, garage excavation and soil nailing, site utilities, pond utilities, and drain piping). Delays are also noted in the Owner's request and in the construction report related to the discovery of underground HVAC chiller lines and other utilities found in non-mapped locations, installation of foundation drains related to subsurface rock conditions, and plan modifications required by the City of Austin. According to the request letter, the Owner and its consultants have made, and continue to make, extra efforts to expedite and compress schedule activities, including spending significant additional resources, to meet the placed in service date; however, the Owner believes it is prudent to request an extension in case its compressed schedule for delivery encounters additional unforeseen delays. The current schedule submitted with the construction report shows planned completion of substantial construction as of November 25, 2015, and final project completion occurring between December 14, 2015 and January 11, 2016; however, the report states that though the construction contract completion date has not changed, the project is not on time due to weather delays and contract extensions are pending.

The Owner's request has referred to the FEMA Notices of Major Disaster Declaration released on May 29, 2015 as well as the amended notices released on June 5, 2015, and June 9, 2015, that confirm the President's issuing of a major disaster declaration due to damage in the State of Texas resulting from severe storms, tornadoes, straight-line winds, and flooding during the period of May 4, 2015 – June 22, 2015. The amended notices released on June 5, 2015 and June 9, 2015 included Travis County as a county designated by FEMA for Individual and Public Assistance under the President's disaster declarations and therefore meet the requirements of Section 4 of the Revenue Ruling for purposes of determining whether the Owner is eligible to request relief provisions.

In accordance with IRS Revenue Procedure 2014-49, Section 6.03, as an Owner affected by Presidentially declared disaster, the Owner is requesting the Department's approval for the carryover allocation relief. The agency, as directed by the Procedure, may approve such relief only for projects whose Owners cannot reasonably satisfy the deadlines of §42(h)(1)(E) because of a disaster that led to a major disaster declaration under the Stafford Act. The Department's determination may be made on an individual project basis or the agency may determine, because of the extent of the damage in a major disaster area, that all Owners or a certain group of Owners in the major disaster area warrant the relief. In accordance with Section 7.02, the agency has the discretion to provide less than the full amount of relief allowed or no relief based on all the facts and circumstances. The Department will report any approved relief on the Form 8610, due to the IRS on February 28th.

The Owner has indicated that they are making all efforts to still meet the current deadline. Staff is recommending a two month extension.

Extension requests are normally considered under the Uniform Multifamily Rules, Subchapter E, 10 TAC §10.405(d); however, extensions are only considered in this section if the original deadline associated with carryover, the 10 Percent Test, or cost certification requirements will not be met. The provisions in the Rule do not specifically address extensions to the placed in service deadline and the Department's Carryover Allocation Agreement states that no extension of the deadline to place in service can be made. The IRS, however, provides for the subject disaster related extension. Staff has the ability, in accordance with provisions in 10 TAC §10.405(d), to bring to the Board material determinations that warrant Board approval due to extraordinary circumstances such as those discussed above.

Staff recommends approval of the extension request as presented herein.



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Richard D. Morrow Telephone: 512.305.4709 Fax: 512.391.4709 rmorrow@lockelord.com

October 26, 2015

Mr. Tom Gouris
Deputy Executive Director for Housing Programs
Texas Department of Housing and Community Affairs
221 East 11th Street
Austin, Texas 78701

Re: Oak Creek Apartments in Travis County, Texas (the "Development")

TDHCA No. 13252

Dear Mr. Gouris:

Our Firm represents 2013 Travis Oak Creek, LP ("Owner"), which received an allocation of low-income housing tax credits ("Tax Credits") from the Texas Department of Housing and Community Affairs ("TDHCA") for the construction of the referenced Development. Pursuant to Section 42(h)(1)(E)(i) of the Internal Revenue Code, Owner is required to place the Development in service by December 31, 2015; however, due to the reasons set forth below, we are submitting this request for an extension of the deadline to place the Development in service to February 28, 2016.

Prior to reconstruction, the Development consisted of a 173-unit apartment complex built in 1970 that was comprised of 20 two-story residential buildings and over 103,400 square feet of surface parking located on 8.83 acres. In order to address the Development's obsolete physical condition, Owner began demolishing a portion of the existing facility and reconstructing a new, modern and energy efficient apartment community of 173 affordable units, which will be a part of a larger redevelopment of the entire 8.83 acre site -- the 173 affordable units will be reconstructed on 3.86 acres and the remaining 4.97 acres will be developed as market rate housing.

The new improvements are configured in buildings that range from 2 to 4 stories and are located around central courtyards that contain amenities. As opposed to surface parking, the majority of all parking for the Development is located in a two-story underground parking garage. The City of Austin (the "City") evidenced its approval of the reconfiguration by approving of the rezoning of the Development and awarded it \$2,000,000 in Assistance Funds. The Development is also assisted by a

Section 8 project-based Housing Assistance Payments (HAP) contract, which subsidizes 170 of the units, and some tenants have been relocated for construction.

Owner is requesting the extension because construction of the Development was materially and adversely affected by (i) significant and unusual rainfall and flooding in Austin; (ii) unexpected underground conditions; and (iii) and the City of Austin's required changes to the approved plans.

Rainfall, Flooding, and PDDA: The Development is located in Travis County, Texas. On May 29, 2015 President Obama declared the Houston/Harris County a Presidentially Declared Disaster Area (FEMA-4223-DR) ("PDDA"), for "severe storms, tornadoes, straight-line winds, and flooding." On June 5, 2015, the PDDA was amended to add Travis County as an affected area. During the period of time beginning January 1, 2015, through July 5, 2015, the area received 39.14 inches of rain, compared to the typical average of 18.23 inches of rain. Construction of the Development was delayed 34 days due to the inclement weather. See Exhibit A attached hereto for the daily rainfall breakdown. The excessive rain delayed Owner's ability to timely, among other things, complete site work (including critical water quality facilities, public road improvements, and internal roadways), install utilities, place concrete, erect wood framing, install roofing, and install exterior building cladding and dry-in of the buildings. These delays required the team to pay a premium to compress the schedule (in excess of \$285,000), thereby causing work to be performed out of sequence, extending work hours, and inconveniencing existing tenants & neighbors.

<u>Unexpected Underground Conditions</u>. The construction of the water quality pond was also delayed 23 days due to the discovery of underground HVAC chiller lines providing service to the existing buildings. The installation of foundation drains in the garage was delayed 6 days due to unforeseen subsurface rock conditions. There have been numerous occasions where underground utilities where either found in unexpected locations or not located where they were originally mapped.

City Changes to Approved Plans and Phasing. Prior to closing, all construction and phasing plans were approved by the City of Austin. However, during the construction process, the City required significant changes to the original plans. These included modifications related to City of Austin compatibility setbacks discovered during construction, which required a new unit to be removed and others to be added/modified. These revisions adversely impacted the completion date by 40 days. Other modifications to the plans during construction include trash room revisions, addition of garage drainage, and sanitation system. Midway through construction, the City of Austin Environmental Department restricted the use of a key internal access point, thereby limiting construction access to a single gate which exasperated the logistical challenges of this particular site. The Austin Fire Department also took exception to the approved phasing midway through construction and required the building façade work and site paving work to be performed out of sequence, as well as requiring site plan documents/permits to be amended.

So, with unprecedented heavy rain, unexpected underground conditions, and the City of Austin requiring significant changes to the approved plans, the normal course of construction was significantly impeded. This is notwithstanding the fact that Owner and its consultants have made, and continue to make, extra efforts to expedite and compress schedule activities, including spending significant additional resources to financially incentivize contractors and staff to meet the placed in service date. Nonetheless, at this time, Owner feels it is prudent to seek an extension based on the PDDA until February 28, 2016. This will provide sufficient time to complete the Development, and provides additional time for any further unforeseen delays. This request is submitted, and may be granted by TDHCA, pursuant to Rev. Proc. 2007-54. Section 5.03 of the Revenue Procedure states:

If an Owner has a carryover allocation for a building located in a major disaster area and the area is declared a major disaster area during the 2-year period described in §42(h)(1)(E)(i), the [Internal Revenue] Service will treat the Owner as having satisfied the applicable placed in service requirement if the Owner places the building in service no later than December 31 of the year following the end of the 2-year period.

In the alternative, we request that Owner be permitted to return the Tax Credits and that TDHCA reallocate the Tax Credits in the current year pursuant to the "Force Majeure" provisions in Section 11.6(5) of the 2015 Qualified Allocation Plan (the "QAP"). We believe Owner and the Development meet all of the requirements of Section 11.6(5), in that:

- 1. The delays in construction were a direct result of significant weather events, unexpected underground conditions, and the City's unanticipated changes to approved plans.
- 2. The delays were not caused by willful negligence or acts of Owner, any Affiliate, or any other Related Party.
- 3. Evidence of the excessive rainfall is attached as Exhibit A.
- 4. Owner and its consultants have been making and continue to make extra effort to complete construction as quickly as possible, including spending significant additional resources to financially incentivize contractors and staff to meet the projected completion date; however, the significant weather events, unexpected underground conditions, and the City's unanticipated changes to approved plans, were not within their control.
- 5. Owner substantially fulfilled all of its obligations that were not impeded by the weather events, and the Development was properly insured.

- 6. The weather events, the unexpected underground conditions, and the City's changes to approved plans have prevented Owner from meeting the placement in service requirements of the original allocation.
- 7. The requested current year Carryover Agreement would allocate the same amount of Tax Credits as those that would be returned.
- 8. The Development continues to be financially viable.

Please feel free to contact me or Mark Rogers (214.606.2936) with any questions. We sincerely appreciate your assistance with this matter.

Respectfully submitted,

Richard D. Morrow

cc: Mark Rogers (mrogers972@gmail.com)
Laura DeBellas (laura.debellas@tdhca.state.tx.us)

Exhibit A

(attached)

January Weather for Austin, TX | Weather Underground

Weather History for KATT - January, 2015

January Precip Stats: Actual Month Total: 5.02 in] Average Month Total: 2,22 in

Precipitation accumulation is shown as one of these

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Calendar Legend

Weather History for KATT - February, 2015

February Precip Stats: Actual Month Total: 0.50 in | Average Month Total: 2.02 in

Precipitation accumulation is shown as one of these

two metrics -

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Actual:	73° 44°	Actual:	33"	Actual:	43° 40°	Actual:	55° 42°	Actual:	52° 38°	Actual:	60° 37°	Actual:	69° 40°
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Weather History for KATT - March, 2015

March Precip Stats: Actual Month Total: 4,83 in | Average Month Total: 2,76 in

Precipitation accumulation is shown as one of these two

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Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
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Page 1 of 1

Weather History for KATT - April, 2015

April Precip Stats: Actual Month Total: 2.31 in | Average Month Total: 2.09 in

Precipitation accumulation is shown as one of these two

metrics -

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Weather History for KATT - May, 2015

May Precip Stats: Actual Month Total: 17.59 in | Average Month Total: 4.44 in

Precipitation accumulation is shown as one of these two

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######################################	Actual: 88°	Actual: 89° 74°	///// Actual: 89° 72°	/////. Actual: 76° [6	///// 52° Actual: 77° 63	2° Actual: 87°
2.60 in	73°	Tin	0.33 in 87° l	0.02 i 88°	880	1.47 (7)
erage:87° 67° 0.14 in	° Average:87° 67 0.15 in	- 68	Average: 68°	Average: 68°	Average: 68°	Average: 88°
r.		0.14 in				0.15 in
Till	TAT			. <i>1711</i>		
tual: 64 °	Actual: 82° 66°	Actual: 89° 66°	Actual: 85° 67°	Actual: 87°	Actual: 89°	Actual: 88°
0.76 in 88° l	5.20 in . 89° i	0.00 in	T in	0.20 ir	0.67 in	Tin
erage: 69°	Average:69°	Average: 69°	Average: 69° 0.16 in	Average:70°	Average:70°	Average:70°

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May W	eather fo		Page 2 of 2							
Sunday	,	Monday	Tuesday	Wednes	day	Thursday	Friday	Sa	turday	
	ڪ									
	86° 67°									
	0.00 in									
Average:	90° 70°									
	0.16 in									
Calendar	Legend									
and the Mills	Sunny Clear	€\$ ^{Most}	dy Cloudy	Partly Cloud	dy	Cloudy	Rain	Ç	now	
~~~	Hail Flurries	Thunج	derstorms	~<"₃Hazv	_	Sleet درن	ഹ്ത് '2' denot	es II	nknown	

# Weather History for KATT - June, 2015

June Precip Stats: Actual Month Total: 8.89 in | Average Month Total: 4.33 in

## Precipitation accumulation is shown as one of these two

metrics -						
Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
	<u> </u>	گُنگ		الله الله الله الله الله الله الله الله	والمراقبة المراقبة المراقب المراقبة المراقب المراقبة المراقب المراقب المراقبة المراقبة المراقبة المراقبة المراقبة المراقبة المراق	ورتيسي
	Actual: 88°   64°	Actual: <b>90°</b>   <b>67°</b>	Actual: 89° !	Actual: 68°	Actual: 90°	Actual: 70°
	0.00 in 90°   Average:70° 0.16 in	0.00 in 90°   Average:70° 0.17 in	0.00 in	0.00 in	T in Average:91°   71° 0.17 in	0.00 in
ڪ -	Service Control	- Salary	A STARTER	د الله	څخ	٨
0.00 in	0.00 in	: Actual: 95°   72°	0.00 in	15	Actual: 93°   75° 0,01 in	Actual: 95°   75°   T in
Average: 91°   71° 0.17 in	Average: 91°   71° 0.16 in	Average:91°   72° 0.17 in	Average:92°   72° 0.16 in	0.00 in Average:92°   72° 0.16 in		Average:92°   72° 0.15 in
<i>चित्र</i>						्र स्त्रि
Actual: 86°   72° 1.34 in	Actual: 74° 0.19 in	1.34 in	Actual: 89° 72° 2.66 in	Actual: 90°   73° 0,00 in	1.09 in	Actual: 83°   72° 0.49 in
Average:92°   72° 0.15 in	Average:92°   72° 0.16 in	Average:92°   73° 0.15 in	Average:92°   73° 0.15 in	Average:93°   73° 0.15 in	Average:93°   73° 0.14 in	Average:93°   73° 0,14 in
	۵		e de la companya de l	£ 1	٨	<i>मित्र</i>
0.93 in	0.00 in	Actual: 92°   75° 0.00 in	740	Actual: 93°   73° 0.00 in	<b>0.00</b> in	0.01 in
Average:93° [ 73° 0.14 in	Average:93°   73° 0.13 in	Average:93°   73° 0.13 in			Average: 74°	Average: 74°
0.08 in	93°   Actual: 74° 0.00 in	Actual: 94°   73°   0.75 in	<b>0.12 i</b> n	0.13 in	<b>0.10</b> in	O.H in
Average:	Average: <b>74°</b>	94°   Average:74°				
Calendar Legend	0.10 in	<b>0.09 i</b> n				
Sunny Clear	€ Mostly	Cloudy	Partly Cloudy ح	Cloudy ←	Rain	Snow
Hail Flurrie	Thunde	erstorms 🚓	flazy c	Sleet	?'?' denotes ' 'chance of'	Unknown

July Weather for Austin, TX | Weather Underground

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Weather History for KATT - July, 2015

July Precip Stats: Actual Month to Date: 0.00 in | Average Month to Date: 0.37 in | Average Month Total: 1.88 in

Precipitation accumulation is shown

as one of these two metrics -

Sunda	y Monday 1		Tuesday	Wednesday	Thursday	Friday	Saturday
				Actual: 91° [ 71° T in 94°   Average: 74° 0.08 in	Actual: 91°   70° T in: 94°   Average: 74° 0.07 in	Actual: 91°   76° T in 94°   74°   74°   74°   0.07 in	Actual: 92°   76° 0.00 in Average: 74° 0.08 in
Average	91°   76° 0.00 in 94°   74° 0.07 in	92°   Forecast:76° 0.0 in Average: -   - - in	Forecast:75°   0.0 in Average: 74°   0.07 in	Forecast: 75°   0.0 in Average: 74°   0.07 in	95°   Forecast 74° 0.0 in Average: 74° 0.07 in	Forecast: 73°   0.0 in 95°   Average: 74° 0.07 in	94°   Forecasti72° 0.0 in 95°   Average: 74° 0.07 in
Forecast Average:	0.0 in 95° l	98°   Forecast:72° 0.0 in 95°   Average: 74° 0.07 in	Forecast 98°   Forecast 72°   0.0 in 95°   Average: 74°   0.06 in	96°   Forecast:73° 0.0 in Average: 74° 0.05 in	Record: 105°   64° 5.12 in 96°   Average: _{74°} 0.06 in	Record: 105°   68° 3.53 in Average:96°   75° 0.05 in	Record: 107°   60° 1.52 in Average:96°   75° 0.05 in
Average:	105°   68° 4.85 in 96°   75° 0.05 in	1.62 in	8.56 in	Record: 104°   61°   1.36 in Average:96°   75° 0.05 in	Record: 104°   64°   1.44 in Average:97°   75° 0.04 in	1.10 in	Record: 105°   65°   1.22 in Average:97°   75° 0,05 in
Average:9	.76 in )7°   75° ).06 in	3.28 in	<b>3.20</b> in	Record: 105°   62° 4.81 in Average:97°   75° 0.06 in	Record: 104°   67°   3.06 in Average:97°   75° 0.05 in	Record: 106°   66°   1.00 in Average:97°   75° 0.06 in	